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Customer ID #35690

If there are any questions regarding this matter, please contact me at the telephone number provided below.

Respectfully submitted,



B. Noël Kivlin
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ATTORNEY FOR APPLICANTS

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Austin, TX 78767-0398
(512) 853-8800
Date: 7-20-06

PATENT



5957-65000

POWER OF ATTORNEY; NOTICE OF CHANGE OF ADDRESS

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Sir:

POWER OF ATTORNEY

Cellular Elements, LLC. hereby revokes any previous Powers of Attorney and appoints the following attorneys and/or agents in connection with any and all patent applications and patents, owned by Cellular Elements, LLC., that are filed with the United States Patent and Trademark Office: (1) the practitioners at Customer Number 35690; and (2)

Mark K. Brightwell	Reg. No. 47,446
Kay A. Colapret	Reg. No. 52,759
Steve J. Curran	Reg. No. 50,664
Mark R. DeLuca	Reg. No. 44,649
Heather L. Flanagan	Reg. No. 54,101
Russell Henrichs	Reg. No. 50,354
Erik A. Heter	Reg. No. 50,652
Jeffrey C. Hood	Reg. No. 35,198
Rajiv Jauhari	Reg. No. 55,850
B. Noël Kivlin	Reg. No. 33,929
Robert C. Kowert	Reg. No. 39,255
Mario J. Lewin	Reg. No. 54,268
Lawrence J. Merkel	Reg. No. 41,191
Eric B. Meyertons	Reg. No. 34,876
Dean M. Munyon	Reg. No. 42,914
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Liza Philip	Reg. No. 51,352
David W. Quimby	Reg. No. 39,338
Rory D. Rankin	Reg. No. 47,884
Gareth Sampson	Reg. No. 52,191
Chris Thompson	Reg. No. 43,188
Mark S. Williams	Reg. No. 50,658

each an attorney or agent of the firm of MEYERTONS, HOOD, KIVLIN, KOWERT & GOETZEL, P.C., as its attorney or agent for so long as they remain with such firm, with full power of substitution and revocation, to prosecute the application, to make alterations and amendments therein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive any Letters Patent, and for one year after issuance of such Letters Patent to file any request for a certificate of correction that may be deemed appropriate.

Please direct all communications as follows:

Customer No. 35690
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MEYERTONS, HOOD, KIVLIN, KOWERT & GOETZEL, P.C.
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(512) 853-8801 (facsimile)

CHANGE OF ADDRESS

Applicant respectfully requests the Commissioner to change the correspondence address for any and all patent applications and patents filed by Cellular Elements, LLC.

Applicant's new correspondence address is:

Customer No. 35690
B. Noël Kivlin
Meyertons, Hood, Kivlin, Kowert & Goetzel, P.C.
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Austin, Texas 78767-0398
(512) 853-8840

If there are any questions regarding this matter, please contact B. Noël Kivlin at the telephone number provided.

By: 

Printed Name: J. L. P. F. M. O.

Title: AUTHORIZED PERSON

Date: 24 MAR 2006

EXHIBIT B

MHKKG Ref.		Portfolio	Entity	Filing Date	Patent/App No	Title
65100	rec'd	Caltech	Cellular Elements LLC	6/2/88	4,937,791	HIGH PERFORMANCE DYNAMIC RAM INTERFACE
65200	rec'd	Caltech	Cellular Elements LLC	1/31/89	5,047,917	APPARATUS FOR INTRASYSTEM COMMUNICATIONS WITHIN A BINARY N-CUBE INCLUDING BUFFER LOCK BIT
65201	rec'd	Caltech	Cellular Elements LLC	7/12/85	06/754,828	CONCURRENT COMPUTING SYSTEM THROUGH ASYNCHRONOUS COMMUNICATION CHANNELS
65300	rec'd	Caltech	Cellular Elements LLC	12/19/86	4,933,933	TORUS ROUTING CHIP
65400	rec'd	Caltech	Cellular Elements LLC	12/1/87	4,922,507	MULTIPLE TRELLIS CODED MODULATION
65500	rec'd	Caltech	Cellular Elements LLC	12/21/90	5,272,359	REVERSIBLE NON-VOLATILE SWITCH BASED ON A TCNQ CHARGE TRANSFER COMPLEX
65501	rec'd	Caltech	Cellular Elements LLC	4/7/88	07/178,482	REVERSIBLE NON-VOLATILE SWITCH BASED ON A TCNQ CHARGE TRANSFER COMPLEX
65600	rec'd	Caltech	Cellular Elements LLC	5/31/88	5,023,889	TRELLIS CODED MULTILEVEL DPSK SYSTEM WITH DOPPLER CORRECTION FOR MOBILE SATELITE CHANNELS
65700	rec'd	Caltech	Cellular Elements LLC	6/2/88	5,105,424	INTER-COMPUTER MESSAGE ROUTING SYSTEM WITH EACH COMPUTER HAVING SEPARATE ROUTING AUTOMATA FOR EACH
65800	rec'd	Caltech	Cellular Elements LLC	2/15/96	5,682,520	ARRAY PROCESSOR FOR MORPHOLOGICAL IMAGE PROCESSING
65801	rec'd	Caltech	Cellular Elements LLC	9/20/93	08/124,953	ARRAY PROCESSOR FOR MORPHOLOGICAL IMAGE PROCESSING
65900	rec'd	Caltech	Cellular Elements LLC	4/24/95	5,644,592	PARALLEL INTERFERENCE CANCELLATION FOR CDMA APPLICATIONS
66000	NOT rec'd	Caltech	Cellular Elements LLC	5/15/97	6,023,782	HYBRID CONCATENATED CODES AND ITERATIVE DECODING

MH/KKG Ref.		Portfolio	Entity	Filing Date	Patent/App. No.	Title
66100 Unavailable on PAIR	recv'd	Caltech	Cellular Elements LLC	1/11/01	09/760,514	SERIAL TURBO TRELLIS CODED MODULATION USING A SERIALLY CONCATENATED CODER
66200 Unavailable on PAIR	recv'd	Caltech	Cellular Elements LLC	8/18/00	09/922,852	INTERLEAVED SERIAL CONCATENATION FORMING TURBO-LIKE CODES
66300	recv'd	Caltech	Cellular Elements LLC	4/23/02	10/131,611	REDUCED COMPLEXITY CODING SYSTEM USING ITERATIVE DECODING
66301	recv'd	Caltech	Cellular Elements LLC	4/23/01	60/285,903	REDUCED COMPLEXITY HIGHER POWER/ BANDWIDTH EFFICIENT CODED FQPSK SYSTEM WITH ITERATIVE DECODING

PATENT LICENSE AGREEMENT

This PATENT LICENSE AGREEMENT ("*Agreement*") is entered into on April 26th, 2005 ("*Effective Date*") by and among Cellular Elements, LLC, a Nevada limited liability company with offices at 2215-B Renaissance Drive, Suite 5, Las Vegas, Nevada 89119 ("*Licensee*") and the California Institute of Technology, a not-for-profit California corporation with offices at 1200 East California Boulevard, Pasadena, CA 91125 ("*Licensor*").

The parties hereby agree as follows:

1. BACKGROUND

- 1.1 Licensor owns certain United States letters patents and applications.
- 1.2 Licensor wishes to grant to Licensee an exclusive, worldwide license to such patents and applications, with the right to sublicense, and Licensee wishes to take such a license.
- 1.3 This Agreement enables Licensor to realize valuable, financial dollars from its ownership of the Patents (defined below) through the sublicensing by Licensee of the rights to others in order facilitate the use of Inventions defined below.

2. DEFINITIONS

"*Affiliate*" means, with respect to any Person, any Entity in whatever country organized that controls, is controlled by or is under common control with such Person. The term "control" means possession, direct or indirect, of the power to direct or cause the direction of the management and policies of an Entity, whether through the ownership of voting securities, by contract or otherwise.

"*Assignment Agreements*" means the agreements assigning ownership of the Patents from the inventors and/or prior owners to Licensor.

"*Entity*" means any corporation, partnership, limited liability company, association, joint stock company, trust, joint venture, unincorporated organization, governmental entity (or any department, agency, or political subdivision thereof) or any other legal entity.

"*Invention*" means each and every invention, discovery, or other patentable subject matter described in patents and patent applications listed in Exhibits A, B, and C.

"*Know-How*" means writings, works of authorship and copyrightable subject matter and formula, processes, ideas, techniques, refinements, data, show-how, and information which is necessary to practice an Invention, but which is not an Invention itself. Know-How must be described in Exhibit D and may be amended by the parties from time to time.

"*List of Prosecution Counsel*" means the names and addresses of prosecution counsel who prosecuted the Patents and who are currently handling the Patents.

"Patents" means each of the patents and/or applications covering Inventions identified on Exhibits A, B, and C respectively, and all reissues, reexaminations, extensions, continuations, continuations in part, continuing prosecution applications, and divisions of such patents and applications; provisional patent applications that are or will be continuations or continuations in part of such patents and applications; and foreign counterparts to any of the foregoing, including without limitation utility models.

"Person" means any individual or Entity.

"Term" has the meaning set forth in Paragraph 3.9

3. GRANT OF EXCLUSIVE LICENSE

- 3.1 Patent License. Subject to the terms and conditions of this Agreement, Licensor hereby grants to Licensee an exclusive, worldwide license of all rights of any kind conferred by the Patents, including, without limitation, the rights to make, use, offer to sell, sell or import any products covered by the Patents. It is understood by the parties that the patent applications listed in Exhibit B may not issue as US patents, and the patents listed in Exhibit C were unintentionally abandoned and may not be revived.

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IN WITNESS WHEREOF, the parties have duly executed this Agreement the day and year set forth above.

LICENSOR

LICENSEE

By: *Richard Woy*

Its: Director, Office of Technology Transfer

Date: 4/26/05

By: *[Signature]*

Its: Authorized Person

Date: 10 MAY 2005



EXHIBIT A: EXISTING ISSUED PATENTS

1929	4,922,507	5/1/1990	Multiple Trellis Coded Modulation
		Inventors:	
			Divsalar, Dariush Simon, Marvin K
1962-C	5,272,359	12/21/1993	Reversible Non-Volatile Switch Based on a TCNQ Charge Transfer Complex
		Inventors:	
			DiStefano, Salvador Moacanin, Jovan Nagasubramanian, Ganesan
1980	5,023,889	6/11/1991	Trellis Coded Multilevel DPSK System with Doppler Correction for Mobile Satellite Channels
		Inventors:	
			Divsalar, Dariush Simon, Marvin K
2225-1	5,682,520	10/28/1997	Array Processor for Morphological Image Processing
		Inventors:	
			Fang, Wai-Chi Shaw, Timothy Yu, Jeffrey W
2345	5,644,592	7/1/1997	Improved Parallel Interference Cancellation for CDMA Applications
		Inventors:	
			Divsalar, Dariush Raphaeli, Dan Simon, Marvin K
1800-C	5,047,917	9/10/1991	Method and Apparatus for Intrasytem Communications within a Binary N-Cube including Buffer Lock Bit
		Inventors:	
			Athas, William C Seitz, Charles L Faucette, Reese

1868 4,933,933 6/12/1990 Torus Routing Chip

Inventors:

Dally, William
Seitz, Charles L

1970 5,105,424 4/14/1992 Inter-Comp Msg Routing Sys with ea Computer having
Separate Routing Automata for ea Dimension

Inventors:

Flaig, Charles M
Seitz, Charles L

2439 6,023,783 2/8/2000 Hybrid Concatenated Codes and Iterative Decoding

Inventors:

Divsalar, Dariush
Pollara, Fabrizio

EXHIBIT B: PENDING PATENT APPLICATIONS

3057 09/922,852 8/18/2000 Interleaved Serial Concatenation Forming Turbo-Like Codes

Inventors:

Jin, Hui
McEliece, Robert J
Divsalar, Dariush
Pollara, Fabrizio

3144 09/760,514 1/11/2001 Serial Turbo Trellis Coded Modulation Using a Serially Concatenated Coder

Inventors:

Divsalar, Dariush
Dolinar, Samuel J
Pollara, Fabrizio

3447 10/131,611 4/23/2002 Reduced Complexity Coding System Using Iterative Decoding

Inventors:

Simon, Marvin K
Divsalar, Dariush

EXHIBIT C: UNINTENTIONALLY ABANDONED PATENTS

1854 5,008,882 4/16/1991 Method and Apparatus for Eliminating Tries in a Search Tree

Inventors:

Chow, Edward T

1972-1 5,212,795 5/18/1993 Programmable DMA Controller

Inventors:

Hendry, David F

1999-1 5,170,393 12/8/1992 Adaptive Routing of Messages in Parallel and Distributed Processor Systems

Inventors:

Chow, Edward T